

OMB No. 1124-0006; Expires April 30, 2017

U.S. Department of Justice

Washington, DC 20530

**Exhibit A to Registration Statement****Pursuant to the Foreign Agents Registration Act of 1938, as amended**

**INSTRUCTIONS.** Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently. The filing of this document requires the payment of a filing fee as set forth in Rule (d)(1), 28 C.F.R. § 5.5(d)(1). Compliance is accomplished by filing an electronic Exhibit A form at <http://www.fara.gov>.

**Privacy Act Statement.** The filing of this document is required by the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide this information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov>.

**Public Reporting Burden.** Public reporting burden for this collection of information is estimated to average .49 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name and Address of Registrant Capitol Counsel LLC 700 13th Street, NW, Suite 200, Washington, DC 20005		2. Registration No. 6253
3. Name of Foreign Principal Russian Direct Investment Fund	4. Principal Address of Foreign Principal Capital City, South Tower, 7th Floor, 7 Bld. 1 Presnenskaya nab. Moscow, Russia 123317	
5. Indicate whether your foreign principal is one of the following:		
<input checked="" type="checkbox"/> Government of a foreign country <sup>1</sup> <input type="checkbox"/> Foreign political party <input type="checkbox"/> Foreign or domestic organization: If either, check one of the following: <input type="checkbox"/> Partnership <input type="checkbox"/> Committee <input type="checkbox"/> Corporation <input type="checkbox"/> Voluntary group <input type="checkbox"/> Association <input type="checkbox"/> Other (specify) _____ <input type="checkbox"/> Individual-State nationality _____		
6. If the foreign principal is a foreign government, state:		
a) Branch or agency represented by the registrant Bank of Economic		
b) Name and title of official with whom registrant deals Jyrki Talvitie, Director of Investor Relations		
7. If the foreign principal is a foreign political party, state:		
a) Principal address None		
b) Name and title of official with whom registrant deals		
c) Principal aim		

<sup>1</sup> "Government of a foreign country," as defined in Section 1(e) of the Act, includes any person or group of persons exercising sovereign de facto or de jure political jurisdiction over any country, other than the United States, or over any part of such country, and includes any subdivision of any such group and any group or agency to which such sovereign de facto or de jure authority or functions are directly or indirectly delegated. Such term shall include any faction or body of insurgents within a country assuming to exercise governmental authority whether such faction or body of insurgents has or has not been recognized by the United States.

8. If the foreign principal is not a foreign government or a foreign political party:

a) State the nature of the business or activity of this foreign principal.

b) Is this foreign principal:

Supervised by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Owned by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Directed by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Controlled by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Financed by a foreign government, foreign political party, or other foreign principal

Yes ☐ No ☐

Subsidized in part by a foreign government, foreign political party, or other foreign principal

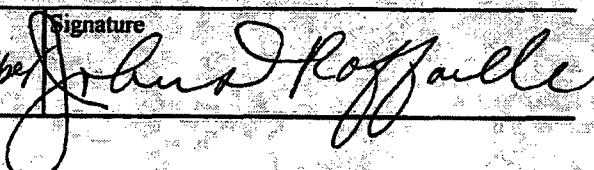
Yes ☐ No ☐

9. Explain fully all items answered "Yes" in Item 8(b). (If additional space is needed, a full insert page must be used.)

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

### EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit A to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit A	Name and Title	Signature
9/25/14	John D. Raffaelli, Member	

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Washington, DC 20530

**Exhibit B to Registration Statement****Pursuant to the Foreign Agents Registration Act of 1938, as amended**

**INSTRUCTIONS.** A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. Compliance is accomplished by filing an electronic Exhibit B form at <http://www.fara.gov>.

**Privacy Act Statement.** The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <http://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <http://www.fara.gov>.

**Public Reporting Burden.** Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterespionage Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant

Capitol Counsel LLC

2. Registration No.

6053

3. Name of Foreign Principal

Russian Direct Investment Fund

Check Appropriate Box:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.
7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

## 8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Educate and explain to US Department of Treasury and US policy-makers RDIF's role and relationship with United States partners and investors.

To provide accurate information to the US Department of Treasury regarding recent transactions made by RDIF.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes ☐ No ☒

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

## EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit B to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit B	Name and Title	Signature
9/25/14	John D. Raffaelli	

Footnote: "Political activity," as defined in Section 1(o) of the Act, means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.



## **CAPITOL COUNSEL LLC**

**2<sup>nd</sup> FLOOR**

**700 13<sup>TH</sup> STREET, NW**

**WASHINGTON, DC 20005**

**(202) 861-3200**

**September 12, 2014**

**Kirill Dmitriev  
Chief Executive Officer  
Russian Direct Investment Fund  
Capital City, South Tower, 7th floor, 8 bld.  
1 Presnenskaya nab.  
Moscow, Russia 123317**

**Dear Kirill:**

**On behalf of Capitol Counsel LLC ("Capitol Counsel"), I am pleased to submit this proposal to you for representation of the Russian Direct Investment Fund ("RDIF") in the United States. We very much appreciate your consideration.**

**The Russian Direct Investment Fund is a fund established to make equity investment primarily in Russia. The fund was created in 2011 by the Russian government and is managed by a highly qualified and internationally respected team of private investment professionals with broad international and Russian experience. RDIF is committed to international best practices, transparency, corporate governance in the operation of the fund.**

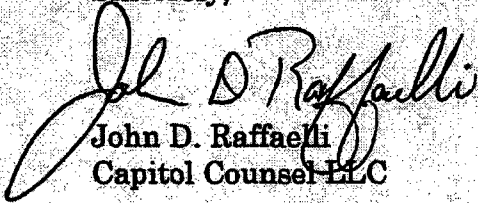
**RDIF acts as a co-investor or partner, always as a minority stakeholder, with leading international businesses and sovereign wealth funds. Co-investors perform joint due diligence with RDIF in evaluating opportunities and make independent investment decisions. Recent press articles have significantly misstated the role and function of RDIF. To help address this concern, Capitol Counsel proposes to assist the RDIF in correcting the press reports by working with the US investors and the international investment community to educate the Administration and major policy makers as to the role of RDIF and its relationship with US business and investors.**

**In consideration of such services by Capitol Counsel, we propose a monthly retainer of \$45,000 for a minimum period of two months. This agreement will be effective September 3, 2014. Therefore, a retainer of \$90,000 will be wired to Capitol Counsel's account within five business days upon acceptance of this proposal by RDIF, and**

starting with the third month will be paid on a monthly basis no later than the same day of each relevant month as the day of acceptance by RDIF of this proposal. RDIF will reimburse Capitol Counsel for reasonable out-of-pocket expenses for out-of-town travel approved by RDIF in advance. Capitol Counsel does not bill separately for overhead costs. Either party can terminate with 10-day written notice. In case such termination takes effect earlier than a month's end, Capitol Counsel shall reimburse to RDIF within five business days of such termination a proportionate remainder of that month's retainer (save for that no part of the originally paid \$90,000 retainer shall be so reimbursable).

We greatly appreciate the opportunity to submit this proposal for your consideration and stand ready to answer any questions you may have. If the terms of this proposal are acceptable, please sign and date below, return one copy to our office and retain one signed copy for your files.

Sincerely,



John D. Raffaelli  
Capitol Counsel LLC

**Accepted and Agreed:**

\_\_\_\_\_  
Kirill Dmitriev, Chief Executive Officer  
Russian Direct Investment Fund

\_\_\_\_\_  
Date